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## CONSTITUTION AND BYLAWS

*[Approved by MGMAC members at the  
Annual Meeting of the Association on June 12, 2019]*

### CONSTITUTION

#### **Name**

The name of this organization shall be the Medical Group Management Association of Canada, also known as MGMAC.

#### **Purpose**

The purpose of the Medical Group Management Association of Canada shall be to support and advance the profession of medical group practice management, and ultimately healthcare delivery, by providing targeted professional development and networking opportunities to clinic managers.

#### **Term “Clinic”**

The term “Clinic” as used herein shall mean an organized medical group of three (3) or more licensed Doctors of Medicine (and/or nurse practitioners if the MGMAC Executive Committee deems appropriate), with common facilities or related sites, actively engaged in the practice of medicine and which employs a person or persons in the active supervision of its business affairs.

#### **Membership**

- A. There shall be two (2) classifications of Membership in this Association, known and designated as:

**Active Member:** An Administrative Head or other manager on the administrative staff associated with a Medical Clinic as defined above. This Member shall have voting privileges in MGMAC.

**Honourary Life Member:** This Membership may be given to any Active Member in good standing who is no longer associated with the clinic management profession (after serving it for at least 10 years) and has rendered outstanding service to the Association.

This appointment shall be for life, save and except being guilty of an act of gross misconduct.

- B. The application form and application process for Active Membership in this Association shall be prescribed from time to time by the Executive Committee. To qualify as a voting Active Member at the Annual Meeting of the Association, the application of a new Member must be approved at least ten (10) days prior to the opening date of such meeting.
- C. The nomination form and nomination process for Honourary Life Membership in this Association shall be prescribed from time to time by the Executive Committee. Nominations shall be submitted in writing to the Executive Committee and Honourary Life Membership may be granted if the governing body of the Association so recommends.
- D. All Honourary Life Members shall have the same rights and privileges as Active Members save and except the right to vote and to hold office in the Association and shall be subject to the same obligations as Active Members.

### **Amendments**

Proposed amendments to this Constitution shall be submitted to the President in writing at least ninety (90) days prior to the Annual Meeting unless a waiver is granted by two-thirds of Active Members present and voting.

The President shall notify the Membership of the proposed amendments to this Constitution in writing at least forty-five (45) days prior to the Annual Meeting unless a waiver is granted by two-thirds of Active Members present and voting.

To be effective at once, such amendments must be passed by two-thirds of the Active Members present and voting.

### **Activities**

This Association is purely educational and shall not engage in any business activity whatsoever, and financial gain shall not inure to the benefit of any Member. All dues received shall be exclusively for the purpose as named herein.

### **Association Property**

The property of the Association shall never cause a Member to benefit, or be distributed to, any Member of the Association. In the event of the dissolution of the Association, any property remaining after the payment of debts and liabilities of the Association shall be transferred to a charitable organization or foundation in Canada. It is preferred that the selection of such organization shall be subject to the approval of a majority of the Active Membership of the Association, either by in-person or electronic voting.

## BYLAWS

### **ARTICLE I – NAME**

The name of this organization shall be the Medical Group Management Association of Canada, also known as MGMAC.

### **ARTICLE II – PURPOSE**

The purpose of the Medical Group Management Association of Canada shall be to support and advance the profession of medical group practice management, and ultimately healthcare delivery, by providing targeted professional development and networking opportunities to clinic managers.

### **ARTICLE III – OFFICERS**

*[Officers section approved by members at MGMAC AGM June 2018]*

- A. The officers of the Association shall be a President, Vice-President, Secretary, Treasurer, and Immediate Past President.
- B. The Immediate Past President shall serve as Chairperson of the Nominating Committee and shall forward to the President no later than 45 days prior to the Annual Meeting the slate of Officers and Executive Members-at-Large to be presented at the Annual Meeting. Members shall receive notice of the slate no less than 30 days in advance of the Annual Meeting at which the vote is to occur.
- C. The term of office for the President, Vice-President, Immediate Past President, Secretary and Treasurer shall be for a period of two years or until their successors have been elected and qualified. Members-at-Large may be invited to join the Executive for a one-year term. All positions have the option of accepting a subsequent term(s) of office should there be difficulty finding a successor for that office.  
All Officers shall qualify and be installed in their respective offices at the first Annual Meeting thereof.  
It is desirable that the President and Secretary are up for election on alternate years to the Vice-President and Treasurer.
- D. Along with Members-at-Large, these Officers shall make up the Executive of the Association. They shall have control and management of the affairs of the Association during their term of office. A majority of the Executive shall constitute a quorum at any meeting. Teleconference or web-based meetings shall be recognized as Executive meetings.
- E. In case of the resignation, disqualification, or death of one or more of the Officers of the Association, the Executive Committee should elect a qualified member to fill an unexpired term of such office, and that term shall not extend beyond the date of the next Annual Meeting.

- F. Every Executive member who, either directly or through one of his or her associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the conflict.
- G. Every Executive member shall respect the confidentiality of matters brought before the Executive, or any committee or subcommittee of the Association that requires confidential handling.
- H. Any Executive or Committee members responsible for the annual conference shall be eligible for reimbursement for necessary expenses, which may include but are not limited to printing, postage, promotional items, speaker gifts, prizes.

#### **ARTICLE IV – MEETINGS**

- A. The President shall preside at all meetings of the general membership.
- B. The Annual Meeting of this Association shall be held at such time and place as may be fixed by the Executive Committee. The President shall notify the Members of the time and place of the Annual Meeting at least ninety (90) days before that meeting.
- C. The President shall serve as Chairperson of the Organizing Committee and have overall responsibility for the National Annual Conference. The President may designate another Active Member as Chairperson of the Organizing Committee who will report directly to the President.
- D. The Executive Committee shall fix the amount of any registration fee to be paid by participants in each classification at the Conference.
- E. Any Active Member of the Association in good standing may sponsor one (1) or more guests with the approval of a Committee designated by the Executive Committee for such purpose. Such guest or guests may attend the official sessions of the Annual Meeting upon payment of a registration fee of such amount as may be determined by the Executive Committee from time to time.
- F. Voting is typically done in person or via signed proxy form at meetings. When a matter is urgent and/or an in-person meeting cannot be held, voting by electronic means may be permitted. This applies to voting done by the MGMAC Executive Committee and the general membership.

#### **ARTICLE V – MEMBERSHIP AND DUES**

- A. The Executive Committee shall have the authority to fix the amount of annual dues except for Honourary Life Members who shall pay no annual dues.

- B. The Treasurer shall create a statement or have a statement created of annual dues on or before January 1<sup>st</sup> of each year, such dues to be for the twelve (12) month period commencing January 1<sup>st</sup> of that year. The Executive Committee shall have the authority to pro-rate, in an equitable manner, the amount of dues to be paid by new Members admitted to the Association during the year.
  
- C. Membership in the Association shall be forfeited for any of the following reasons:
  - Gross misconduct if such finding is made by the Executive Committee of the Association and the Members of the Executive Committee so indicate by unanimous vote.
  
  - Failure to pay annual dues 60 days after the beginning of the Membership year on January 1<sup>st</sup>.
  
- D. Any person who shall have forfeited his/her Membership in the Association may be reinstated at the discretion of the Executive Committee.

#### **ARTICLE VI – COMMITTEES**

The Executive Committee shall appoint such Committees as it deems advisable from time to time, to carry on the work of the Association. Committees shall consist of at least three (3) members in good standing, and their duties and powers shall be as defined by the Executive Committee and consistent with the Constitution and Bylaws of the Association.

Each Committee shall prepare and submit at each Annual Meeting a report of its activities and findings. No report of any Committee shall be considered as action of the Association unless formally approved by the Association.

#### **ARTICLE VII – AMENDMENTS TO BYLAWS**

Proposed amendments to these Bylaws shall be submitted to the President in writing at least ninety (90) days prior to the Annual Meeting unless a waiver is granted by two-thirds of Active Members present and voting.

The President shall notify the Membership of the proposed amendments to these Bylaws in writing at least forty-five (45) prior to the Annual Meeting unless a waiver is granted by two-thirds of Active Members present and voting.

To be effective at once, such amendment must be passed by two-thirds of the Active Members present and voting.

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